

Horse Recruitment

1. Mandate is to introduce SB to racehorse owners (their trainers and racing managers) for tokenization
2. Target token value at initial issuance (or ultimate initial issuance in a dribbling out) is at least \$0.5 mm
3. Consulting fees for recruitment of racehorses in a range of \$10k and a maximum of \$30k per racehorse, at the discretion of SB (to be clear, our priorities are speed and quality, so for bloodstock that self-markets, fees will be at the high end)
4. Payable in monthly consulting fees after closing in equity options or cash, at the discretion of SB with input from the counterparty
5. Subject to BD capital raising compliance
6. Target horses will get scheduled at the sole discretion of SB with input from the consultant after SB evaluates the ability for consultants ability to close

Athlete Recruitment

1. Mandate is to introduce SB to athletes (and their agents, business people) for tokenization
2. Target token value at initial issuance (or ultimate initial issuance in a dribbling out) is at least \$10 mm
3. Consulting fees for recruitment of athletes in a range of \$75k and a maximum of \$250k per athlete, at the discretion of SB
4. Payable in monthly fees after closing in equity options or cash, at the discretion of SB with input from the counterparty
5. Target athletes and investors will get scheduled at the sole discretion of SB after SB evaluates the ability for consultants ability to close

Capital Raising Activities

1. For the next financing round, 10% of capital raised up to \$500,000, 7% thereafter. For subsequent financing rounds, SB will determine market rates for similar fees
2. Payable in monthly consulting fees after closing in equity options or cash, at the discretion of SB with input from the counterparty
3. Subject to BD capital raising compliance
4. Subject to a cap of \$500,000 in total fees

Equity Investment

1. SB will re-open the Founder's Round for Mr. Salerno for \$200k at the pre-money valuation of \$9.5 million, which equates to 1.7% of the company
2. Mr. Salerno will be granted capacity of another \$500k in the company's subsequent round
3. Standard stock purchase agreement documentation
4. Customary mutual due diligence

Board of Advisors

1. Upon generation of \$2.5 million in total token value, Salerno will be named to the Company's Board of Advisors with a focus area on horse racing
2. Mandate is to advise management on the horse racing business, at the onset there will not be a dedicated horse racing executive team
3. Upon appointment to the Board of Advisors, title is Senior Advisor or Advisory Board Member
4. Stock grant for the Board of Advisors will be granted at the Series A financing at the discretion of SB. Amount will target a sharing of value creation in the horse racing business
5. Press engagement only at the discretion of SB

Other

1. Base cooperation agreement for capital raising and athlete recruitment includes access to their entire rolodex (beyond athletes), and cooperation on business matters
2. Title is Consultant to Company or Senior Advisor prior to the Board of Advisors appointment
3. Target investors need to be pre-approved by SB
4. All target athletes, horse and investors will get scheduled so there is cooperation with the company
5. If multiple finders are involved in the recruitment of the athlete or capital raising, then finders share the fees as noted with split at the discretion of SB with the input of the finders
6. Any other arrangement requires a new agreement, but existing partners that are effective on the athlete/horse recruitment or capital raising activities are in an advantageous position. These arrangements may be insurance, legal work, marketing work, or strategic deal procurement.
7. Cash fees can be earned in equity options at the discretion of SB with input from the consultant
8. No expense reimbursement unless approved in advance by SB